

FORM D

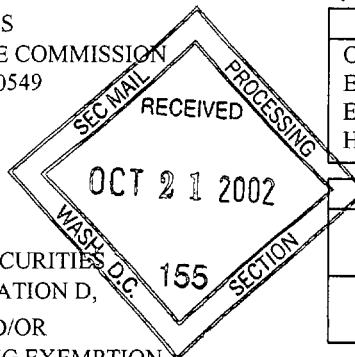
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549



02059331

FORM D

NOTICE OF SALE OF SECURITIES  
PURSUANT TO REGULATION D,  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION



1200922

OMB APPROVAL	
OMB Number:	3235-0076
Expires:	May 31, 2005
Estimated average burden	
Hours per response:	16.00

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

Name of Offering ( ☐ check if this is an amendment and name has changed, and indicate change.)

Strativarius Global Opportunities, L.P.

Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☐ ULOEType of Filing: ☒ New Filing ☐ Amendment

## A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer ( ☐ check if this is an amendment and name has changed, and indicate change.)

Strativarius Global Opportunities, L.P.

Address of Executive Offices (Number and Street, City, State, Zip Code)

375 Park Avenue, 22<sup>nd</sup> Floor, New York, NY 10152

Telephone Number (Including Area Code)

212-486-9805

Address of Principal Business Operations (Number and Street, City, State, Zip Code)  
(if different from Executive Offices)

Telephone Number (Including Area Code)

Brief Description of Business To operate as a private investment limited partnership.

Type of Business Organization

☐ corporation☒ limited partnership, already formed☐ other (please specify):☐ business trust☐ limited partnership, to be formed

PROCESSED

OCT 25 2002

Actual or Estimated Date of Incorporation or Organization:

Month  
04Year  
02☒ Actual☐ EstimatedTHOMSON  
FINANCIAL

Jurisdiction of Incorporation or Organization (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction)

DE

## GENERAL INSTRUCTIONS

## Federal:

**Who Must File:** All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).**When to File:** A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.**Where to File:** U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.**Copies Required:** Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.**Information Required:** A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.**Filing Fee:** There is no federal filing fee.

## State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

## ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

CR

## A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- o Each promoter of the issuer, if the issuer has been organized within the past five years;
- o Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- o Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- o Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☒ General Partner

Full Name (Last name first, if individual)

Strativarius Associates, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)

375 Park Avenue, 22<sup>nd</sup> Floor, New York, NY 10152

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☒ Managing Member of the General Partner

Full Name (Last name first, if individual)

Fields, Kenneth A.

Business or Residence Address (Number and Street, City, State, Zip Code)

375 Park Avenue, 22<sup>nd</sup> Floor, New York, NY 10152

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☒ Managing Member of the General Partner

Full Name (Last name first, if individual)

Weisman, Andrew B.

Business or Residence Address (Number and Street, City, State, Zip Code)

375 Park Avenue, 22<sup>nd</sup> Floor, New York, NY 10152

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

## B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes ☐ No ☒  
 Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual ..... \$3,000,000\*  
 \*Subject to the discretion of the General Partner to accept lesser amounts.
3. Does the offering permit joint ownership of a single unit..... Yes ☒ No ☐
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. **Not Applicable**

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in which Person Listed Has Solicited or Intends to Solicit Purchasers  
 (Check "All States" or check individual States)

☐ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in which Person Listed Has Solicited or Intends to Solicit Purchasers  
 (Check "All States" or check individual States)

☐ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in which Person Listed Has Solicited or Intends to Solicit Purchasers  
 (Check "All States" or check individual States)

☐ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero". If the transaction is an exchange offering, check this box ☐ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt.....	\$0	\$0
Equity.....	\$0	\$0
[ ] Common [ ] Preferred		
Convertible Securities (including warrants).....	\$0	\$0
Partnership Interests.....	\$300,000,000	\$2,250,000
Other (Specify ).....	\$0	\$0
Total.....	\$300,000,000	\$2,250,000

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors.....	2	\$2,250,000
Non-accredited Investors.....	0	\$0
Total (for filing under Rule 504 only).....		\$

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505.....		\$
Regulation A.....		\$
Rule 504.....		\$
Total.....		\$

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees.....	[ ]	\$0
Printing and Engraving Costs.....	[ x ]	\$*
Legal Fees.....	[ x ]	\$*
Accounting Fees.....	[ x ]	\$*
Engineering Fees.....	[ ]	\$0
Sales Commissions (specify finders' fees separately).....	[ ]	\$0
Other Expenses (identify).....	[ x ]	\$*
Total.....	[ x ]	\$50,000*

\*All offering and organizational expenses are estimated not to exceed \$50,000.

### C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

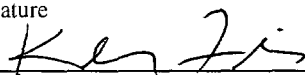
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$299,950,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

		Payments to Officers, Directors, & Affiliates		Payments to Others
Salaries and fees .....	[ ]	\$	[ ]	\$
Purchase of real estate .....	[ ]	\$	[ ]	\$
Purchase, rental or leasing and installation of machinery and equipment ....	[ ]	\$	[ ]	\$
Construction or leasing of plant buildings and facilities.....	[ ]	\$	[ ]	\$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger).....	[ ]	\$	[ ]	\$
Repayment of indebtedness .....	[ ]	\$	[ ]	\$
Working capital .....	[ ]	\$	[ ]	\$
Other (specify): <u>Investments in Strativarius Global Opportunities Master Fund, L.P.</u>	[ x ]	\$299,950,000	[ ]	\$
Column Totals .....	[ x ]	\$299,950,000	[ ]	\$
Total Payments Listed (column totals added).....		[ x ]		\$299,950,000

### D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Strativarius Global Opportunities, L.P.	Signature 	Date 10/18/02
Name of Signer (Print or Type) Kenneth A. Fields	Title of Signer (Print or Type) Managing Member of the General Partner	

### ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 10001.)

**E. STATE SIGNATURE**


Yes No

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?..... ☐ ☐

See Appendix, Column 5, for state response. **Not applicable**

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law. **Not applicable**
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees. **Not applicable**
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied. **Not applicable**

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) Strativarius Global Opportunities, L.P.	Signature 	Date 10/18/02
Name (Print or Type) Kenneth A. Fields	Title (Print or Type) Managing Member of the General Partner	

**Instruction:**

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

# APPENDIX

## STRATIVARIUS GLOBAL OPPORTUNITIES, L.P.

1	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Not Applicable Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No	Limited Partnership Interests \$	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AK									
AL									
AR									
AZ									
CA									
CO									
CT									
DC									
DE									
FL									
GA									
HI									
IA									
ID									
IL									
IN									
KS									
KY									
LA									
MA									
MD									
ME									
MI									
MN									
MO									
MS									
MT									

# APPENDIX

## STRATIVARIUS GLOBAL OPPORTUNITIES, L.P.

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Not Applicable Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No	Limited Partnership Interests \$	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
NC									
ND									
NE									
NH									
NJ									
NM									
NV									
NY		X	X	2	\$2,250,000	0	0		
OH									
OK									
OR									
PA									
PR									
RI									
SC									
SD									
TN									
TX									
UT									
VA									
VT									
WA									
WI									
WV									
WY									



## FORM U-2 UNIFORM CONSENT TO SERVICE OF PROCESS

### KNOW ALL MEN BY THESE PRESENTS :

That the undersigned, Strativarius Global Opportunities, L.P. a limited partnership organized under the laws of Delaware, for purposes of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such offices, its attorney in those States so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that State and have been served lawfully with process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

Strativarius Global Opportunities, L.P.  
375 Park Avenue, 22<sup>nd</sup> Floor  
New York, New York 10152

Place an "X" before the names of all the States for which the person executing this form is appointing the designated Officer of that State as its attorney in that State for receipt of service of process:

<input type="checkbox"/> ALABAMA	Secretary of State	<input type="checkbox"/> DISTRICT OF COLUMBIA	Department of Insurance and Securities Regulation
<input type="checkbox"/> ALASKA	Commissioner of Commerce and Economic Development	<input type="checkbox"/> FLORIDA	Department of Banking and Finance
* * ARIZONA	Arizona does not require filing of a Consent to Service of Process	<input type="checkbox"/> GEORGIA	Commissioner of Securities
<input type="checkbox"/> ARKANSAS	The Securities Commissioner	<input type="checkbox"/> GUAM	Administrator, Department of Finance
<input type="checkbox"/> CALIFORNIA	Commissioner of Corporations	<input type="checkbox"/> HAWAII	Commissioner of Securities
<input type="checkbox"/> COLORADO	Securities Commissioner	<input type="checkbox"/> IDAHO	Director, Department of Finance
<input type="checkbox"/> CONNECTICUT	Banking Commissioner	* * ILLINOIS	Illinois does not require filing of a Consent to Service of Process
<input type="checkbox"/> DELAWARE	Securities Commissioner	* * INDIANA	Indiana does not require filing of a Consent to Service of Process
<input type="checkbox"/> IOWA	Commissioner of Insurance	<input type="checkbox"/> NORTH DAKOTA	Securities Commissioner
* * KANSAS	Kansas does not require filing of a Consent to Service of Process	<input type="checkbox"/> OHIO	Secretary of State
<input type="checkbox"/> KENTUCKY	Director, Division of	<input type="checkbox"/> OREGON	Director, Department of

Securities		Insurance and Finance	
<input type="checkbox"/> LOUISIANA	Commissioner of Securities	<input type="checkbox"/> OKLAHOMA	Securities Administrator
<input type="checkbox"/> MAINE	Administrator, Securities Division	<input type="checkbox"/> ** PENNSYLVANIA	Pennsylvania does not require filing of a Consent to Service of Process
<input type="checkbox"/> MARYLAND	Commissioner of the Division of Securities	<input type="checkbox"/> PUERTO RICO	Commissioner of Financial Institutions
<input type="checkbox"/> MASSACHUSETTS	Secretary of State	<input type="checkbox"/> RHODE ISLAND	Director of Business Regulation
<input type="checkbox"/> MICHIGAN	Administrator, Corporation and Securities Bureau, Department of Commerce	<input type="checkbox"/> SOUTH CAROLINA	Office of the Attorney General
<input type="checkbox"/> MINNESOTA	Commissioner of Commerce	<input type="checkbox"/> SOUTH DAKOTA	Director of the Division of Securities
<input type="checkbox"/> MISSISSIPPI	Secretary of State	<input type="checkbox"/> TENNESSEE	Commissioner of Commerce and Insurance
<input type="checkbox"/> MISSOURI	Securities Commissioner	<input type="checkbox"/> TEXAS	Securities Commissioner
<input type="checkbox"/> MONTANA	State Auditor and Commissioner	<input type="checkbox"/> UTAH	Director, Division of Insurance
<input type="checkbox"/> NEBRASKA	Director of Banking and Finance	<input type="checkbox"/> VERMONT	Commissioner of Banking, Insurance and Securities
<input type="checkbox"/> ** NEVADA	Nevada does not require filing of a Consent to Service of Process	<input type="checkbox"/> VIRGINIA	Clerk, State Corporation Commission
<input type="checkbox"/> NEW HAMPSHIRE	Secretary of State	<input type="checkbox"/> WASHINGTON	Director of the Department of Licensing
<input type="checkbox"/> NEW JERSEY	Chief, Securities Bureau	<input type="checkbox"/> WEST VIRGINIA	Commissioner of Securities
<input type="checkbox"/> NEW MEXICO	Director, Securities Division	<input type="checkbox"/> ** WISCONSIN	Wisconsin does not require filing of a Consent to Service of Process
<input type="checkbox"/> NEW YORK	Secretary of State	<input type="checkbox"/> WYOMING	Secretary of State
<input type="checkbox"/> NORTH CAROLINA	Secretary of State		

Dated this 18<sup>th</sup> day of October, 2002.

STRATIVARIUS GLOBAL OPPORTUNITIES, L.P.

By: Strativarius Associates, LLC  
General Partner

(SEAL)

By: Kenneth A. Fields

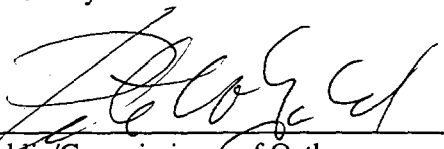
Name: Kenneth A. Fields  
Title: Managing Member

## INDIVIDUAL OR PARTNERSHIP ACKNOWLEDGMENT

STATE OF NEW YORK        )  
                                      : ss. :  
 COUNTY OF NEW YORK     )

On this 18<sup>th</sup> day of October, 2002, before me Peter W. Gold, the undersigned officer, personally appeared Kenneth A. Fields to me personally known and known to me to be the same person whose name is signed to the foregoing instrument, and acknowledged the execution thereof for the use and purpose therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

  
 \_\_\_\_\_  
 Notary Public/Commissioner of Oaths

(SEAL)

My Commission Expires: 3/18/06

**PETER W. GOLD**  
 Notary Public, State of New York  
 No. 02G05057113  
 Qualified in Nassau County  
 Commission Expires March 18, 2006